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CODIFIED ARTICLES OF ASSOCIATION OF THE BANKING SOCIETE ANONYME UNDER  
THE NAME "Optima bank S.A.", integrating in a unified text the amendments decided by the  
Ordinary General Meeting of Shareholders of July 21, 2021

General Electronic Commercial Register No: 3664201000

## CHAPTER A

### Establishment, name, registered office, purpose and duration

#### Article 1

A banking société anonyme under the name "Optima bank S.A." (hereinafter "the Bank") is hereby established. For the international transactions of the Bank the name shall be "Optima bank S.A.". The distinctive title of the Bank shall be "Optima bank".

#### Article 2

The registered office of the Bank is the Municipality of Amarousion of Attica. The Bank, upon permission of the competent monetary authorities, may set up branches, agencies and offices, if necessary, to serve its purposes, in other cities of Greece or abroad, by decisions of the Board of Directors, which shall determine at the same time their jurisdiction and method of operation.

#### Article 3

1. The exclusive purpose of the Bank is to carry out, on its behalf or on behalf of third parties, all permitted by law banking, investment and financial operations, which are permitted to credit institutions by applicable legislation.
2. The purpose of the Bank includes the following operations:
  - (a) Accepting, with or without interest, any form of deposits or other repayable funds,
  - (b) granting loans and credits of any kind, including consumer credit, real estate credit agreements, factoring operations with or without the right of grossing up and the financing of commercial transactions (including forfeiting);
  - (c) organization and management of syndicated loans and participation therein, financing of major development and investment projects, acquisition or assignment of receivables from the above financing;
  - (d) leasing;
  - e) payment services of Annex I of Directive 2015/2366 / EU (OJ L 337) of the European Parliament and of the Council, which has been integrated into Greek legislation by Law 4537/2018 (Government Gazette A 84 / 15.05.2018),
  - (f) issuing and managing other means of payment (eg travel and bank checks) to the extent that this activity is not covered by payment services (under e);

- (g) provision of guarantees in favor of third parties and the assumption of obligations;
- (h) transactions on behalf of the institution itself or its clientele in any of the following cases:
  - aa) money market instruments (securities, certificates of deposit, etc.),
  - bb) foreign exchange,
  - cc) securities futures or financial rights;
  - dd) interest rate and foreign exchange contracts;
  - ee) transferable securities,
- (i) participation in securities issues and provision of related services, including in particular underwriting services;
- (j) provision of financial advisory services, such as in particular the provision of capital structure, industrial strategy and related consultancy, as well as mergers and acquisitions services;
- (k) intermediation in interbank markets;
- (l) portfolio management or provision of advice on portfolio management;
- (m) custody and management of securities;
- (n) collecting and processing of commercial information, including customer credit rating services;
- (o) box leasing,
- (p) issuance of electronic money,
- (q) any of the investment services and activities of Section A, Annex I as well as the ancillary investment services of Section B, Annex I of Law 4514/2018.

3. In order to achieve its purpose, the Bank may cooperate with other legal or natural persons and all types of businesses, including those pursuing similar purposes, and participate in them, in compliance with the provisions of banking and other laws.

#### **Article 4**

The duration of the Bank is set out at 99 years from the date on which the decision authorizing the incorporation of the Bank and approving its Articles of Association is registered in the Registry of Societes Anonymes. The duration may be extended or shortened by a decision of the General Meeting of shareholders as provided for in Article 38 of the Articles of Association and the amendment of this article.

## **CHAPTER B**

### **Share Capital, Shares, Shareholders**

#### **Article 5**

1. The share capital of the Bank amounts to one hundred sixty million two hundred seventy-nine thousand and ninety-two (160,279,092) euros and is divided into seven million five hundred twenty-four thousand eight hundred forty (7,524,840) registered shares of a nominal value of twenty-one euros and thirty cents (21.30 euros) each. The above total amount of the Share Capital of the Bank resulted as follows:

1.1. The original Share Capital was set at twenty-six billion five hundred million (26,500,000,000) drachmas divided into two million six hundred and fifty thousand (2,650,000) registered shares of a nominal value of ten thousand (10,000) drachmas each and it was paid up in full in cash.

1.2. By the decision of the Ordinary General Meeting of Shareholders dated 27.11.2001, the Share Capital was converted into EURO. Specifically, the nominal value of the Share increased from the amount of ten thousand (10,000) drachmas to the amount of 10,001.0125 to correspond to the amount of 29,35 Euros (after rounding in accordance with Law 2842/2000), resulting in the total increase of the Share Capital by the amount of two million six hundred eighty-three thousand one hundred twenty-five (2,683,125) drachmas or seven thousand eight hundred seventy-four euros and seventeen cents (7,874.17) [increase of 1.0125 per share X 2,650,000 shares = 2,683,125 drachmas, i.e. 7,874.17 Euros] which shall be paid in full in cash until 27/03/2002.

1.3. By the decision of the Extraordinary General Meeting of Shareholders dated 29.12.2003, the merger by absorption by the Bank of the societe anonyme under the name "MARFIN HELLENIC BROKERAGE INVESTMENT SERVICES SOCIETE ANONYME", according to the provisions of Codified Law 2190/1920, Law 2515/1997, Law 2166/1993 and the commercial legislation in general, was approved and the increase of the Share Capital of the Bank was decided by the amount of eleven million eight hundred twenty-eight thousand and fifty (11,828,050) euros by contribution of the share capital of "MARFIN HELLENIC BROKERAGE INVESTMENT SERVICES SOCIETE ANONYME" by the issue of four hundred three thousand (403,000) new registered shares of a nominal value of twenty-nine euros and thirty-five cents (29.35 euros) each.

1.4. By the decision of the Extraordinary General Meeting of Shareholders dated 12.06.2007, the merger by absorption by the Bank of the societe anonyme under the name "EGNATIA FINANCE BROKERAGE INVESTMENT SERVICES SOCIETE ANONYME", pursuant to Article 68 par. 2 and 69-77 of Cod. Law 2190/1920, Article 16 of Law 2515/1997, Articles 1-5 of Law 2166/1993 and the commercial legislation in general, was approved and the increase of the Share Capital of the Bank was decided by the amount of seventeen million eight hundred sixteen thousand and thirty-seven euros (17,816,037 euros), which corresponds, on the one hand, to the total contributed share capital of the Absorbed Company amounting to seventeen million eight hundred fifteen thousand eight hundred sixty-five euros and one cent (EUR 17,815,865.01) and, on the other hand, by the amount of one hundred seventy-one euros and ninety-nine cents (EUR 171.99) by the payment of cash by the shareholders of the Bank according to the ration of their participation in its share capital for the purpose of rounding the new shares of the Bank by the issue of six hundred seven thousand and twenty (607,020) new registered shares of a nominal value of twenty-nine euros and thirty-five cents (29.35 euros).

1.5. By the decision of the Extraordinary General Meeting of Shareholders dated 05.09.2008, the merger by absorption by the Bank of the societe anonyme under the name "LAIKI ATTALOS INVESTMENT SERVICES SOCIETE ANONYME", according to the provisions of Articles 68 par. 2 and 69-77a of the Codified Law 2190/1920, Article 16 of Law 2515/1997, Articles 1-5 of Law 2166/1993 and the commercial legislation in general, was approved and the increase of the Share

Capital of the Bank was decided in total by the amount of three million five thousand four hundred and forty euros (3,005,440), which corresponds to the total amount of the contributed share capital of the Absorbed Company of the amount of three million five thousand four hundred forty euros (3,005,440) by the issue of one hundred two thousand four hundred (102,400) new registered shares of a nominal value of twenty-nine euros and thirty-five cents (29.35 euros) each.

1.6. By the decision of the Extraordinary General Meeting of Shareholders dated 25.11.2020, the nominal decrease of the Share Capital of the Bank by offsetting of losses was decided by the total amount of thirty million two hundred eighty-seven thousand four hundred eighty-one euros (30,287,481.00 €), by reduction of the nominal value of shares from twenty-nine euros and thirty-five cents (29.35 euros) to twenty-one euros and thirty cents (21.30€).

1.7. By the decision of the Extraordinary General Meeting of Shareholders dated 25.11.2020, the increase of the Share Capital of the Bank was decided by the total amount of eighty million one hundred thirty- nine thousand five hundred forty-six (80.139.546€), by the issue of three million seven hundred sixty-two thousand four hundred twenty (3,762,420) new registered shares of a nominal value of twenty-one euros and thirty cents (21.30 euros).

2. The capital increase requires a decision of the General Meeting, which decides by qualified quorum and majority (ordinary increase), unless it is an extraordinary increase, which is made in accordance with the applicable legislation and the following.

3. The General Meeting by its decision may grant to the Board of Directors, for a period not exceeding five years, the right to increase the share capital, in whole or in part, by its decision taken by a majority of at least 2/3 of its members, by the issue of new shares for an amount not exceeding three times the capital existing on the date on which the Board of Directors was granted the respective power. This power of the Board of Directors may be renewed by a decision of the General Meeting for a period not exceeding five years for each renewal. Each renewal shall take effect on the expiry of the previous validity period. The above shall apply accordingly also in the case of a decision to issue a bond loan with convertible bonds as provided for in article 71 of Law 4548/2018.

4. The decision of the competent body of the Bank, according to L. 4548/2018 and these Articles of Association for share capital increase or bond issue must state at least the amount of capital increase or the amount of the bond loan, the manner and deadline for their coverage, the number and type of shares or bonds to be issued, their nominal value and issue price. The General Meeting, which decides on an ordinary capital increase in accordance with the provisions of Articles 27 §§ 3 and 4 and 28 § 2 of the Articles of Association, may authorize the Board of Directors to decide on the issue price of the new shares within a period specified by the General Meeting, which may not exceed one (1) year. In this case, the deadline for payment of the capital according to article 20 of Law 4548/2018 commences from the decision of the Board of Directors, which determines the issue price of the shares. The authorization is subject to publicity. In any case of share capital increase, even if it is made by contribution in kind, issue of securities for the acquisition of shares or issue of bonds convertible to shares, an option shall be provided on the new capital or issued securities for the acquisition of shares or bond loan, in favor of the shareholders at the time of issue, in proportion to their participation in the existing share capital. The option shall be exercised within the deadline set by the body of the Bank which has decided the increase. This deadline, subject to compliance with the deadline for the payment of capital, as set out in Article 20 par. 2 of Law 4548/2018, may not be less than fourteen (14) days. In the case of subparagraphs b and c of this paragraph, the deadline for the exercise of the option shall not begin before the Board of Directors has decided on

the issue price of the new shares. Upon the expiry of the above deadlines, the non-subscribed shares, according to the above, shall be disposed by the Board of Directors of the Bank at its discretion at a price not lower than the price paid by the existing shareholders. In case the body of the Bank that decided the increase of the share capital has failed to set the deadline for the exercise of the option, such deadline or any extension thereof, shall be determined by a decision of the Board of Directors within the time limits provided for by article 20 of Law 4548/2018.

5. The invitation to exercise the option, which mandatorily shall mention the deadline within which such option must be exercised, shall be submitted under the responsibility of the Bank to the publicity formalities of articles 12 and 13 of Law 4548/2018. Subject to subparagraphs b and c of par. 4 of this article, the invitation and the notification of the deadline for the exercise of the option, according to the above, may be omitted, provided that shareholders representing the entire share capital attended the General Meeting and took notice of the deadline set for the exercise of the option or stated their decision on whether or not they shall exercise the option. The publication of the invitation may be replaced by a registered letter sent to the shareholders "against receipt".

6. By a decision of the General Meeting taken in accordance with the provisions of Articles 27 §§ 3 and 4 and 28 § 2 of the Articles of Association, the option provided for above in paragraph 4, according to the special terms of article 27 of Law 4548/2018, provided also herein, may be restricted or repealed. For such decision to be taken, the Board of Directors shall be required to submit to the General Meeting a written report stating the reasons for the restriction or repeal of the option and justifying the price proposed for the issue of the new shares. The respective report of the Board of Directors and this decision of the General Meeting are subject to publicity. There is no exclusion from the option within the meaning of this paragraph, when the shares are subscribed by credit institutions or investment service companies entitled to receive securities for custody to be offered to the shareholders in accordance with the above par. 4. Also, there is no exclusion from the option when the capital increase is intended to the participation of the personnel in the capital of the Bank, in accordance with Articles 113 and 114 of Law 4548/2018.

7. The capital may be increased in part by contributions in cash and, in part, by contributions in kind. In such a case, a provision by the body deciding the increase, according to which the shareholders who contribute in kind shall not participate also in the increase made by contribution in cash, shall not constitute exclusion of the option, if the proportion of the value of contributions in kind in relation to the total increase is at least the same as the shareholding of the shareholders who make such contributions. In the event of a share capital increase with contributions partly in cash and partly in kind, the value of contributions in kind must have been valued in accordance with Articles 17 and 18 of Law 4548/2018 before the taking of the respective decision.

8. Cash payments for the coverage of the initial share capital or any increases thereof, as well as deposits of shareholders intended for the future share capital increase, shall be mandatorily made by deposit into a special bank account of the Bank, held with any legally operating credit institution in Greece or in a country of the European Economic Area (EEA).

## **Article 6**

1. The shares of the Bank shall be registered as provided for by article 40 of Law 4548/2018.

2. The issue of redeemable shares by the increase of the share capital of the Bank in accordance with the applicable legislation from time to time shall be permitted. The redemption shall be made by

a statement of the Bank or the shareholder in accordance with the relevant decisions of the competent body that decided the increase.

3. The securities shall bear a serial number of securities and shares, complete details of the holder, the seal of the Bank and the signatures of the Chairman of the Board of Directors and a consultant specifically designated by the Board of Directors. These signatures may also be imprinted by mechanical means. Each share title may represent more than one shares, as determined by the Board of Directors.

4. The Bank may keep an electronic register of shareholders, in which the information required based on the applicable legal framework shall be registered.

## **Article 7**

1. Each share entitles its holder to one vote at the General Meeting.

2. Shares are indivisible. In the case of co-ownership of one or more of the shares, the rights of the shares shall be exercised by a joint representative. If no joint representative is appointed, the exercise of the above rights shall be suspended. Co-owners of shares shall be jointly and severally liable towards the Bank for the fulfillment of the obligations arising from the shares.

3. The liability of the shares is limited to the amount of the nominal value of the share.

## **Article 8**

Any person who becomes a shareholder shall automatically and unreservedly, according to the law, acquire the exercise of the rights and shall assume all the obligations imposed by the applicable Laws on Societes Anonymes, the Articles of Association, the decisions of the General Meeting of shareholders and the Board of Directors.

## **CHAPTER C**

### **Board of Directors**

## **Article 9**

1. The Bank shall be governed by a Board of Directors consisting of three (3) to fifteen (15) members, who are elected by the General Meeting of Shareholders.

2. A legal person may be elected as member of the Board of Directors. In this case, the legal person shall be obliged to appoint a natural person to exercise the powers of the legal person as member of the Board of Directors. Such appointment shall be subject to publicity, in accordance with article 13 of Law 4548/2018. The natural person shall be jointly and severally liable with the legal person for the corporate management. Failure to appoint a natural person as provided for in Article 77 par. 4 of Law 4548/2018 shall be equivalent to the resignation of the legal person from the position of member.

3. The election of alternate members of the Board of Directors, the number of which shall be determined by the respective decision of the General Meeting that elects them and shall be within the limits mentioned above, is permitted. The aforementioned members may substitute, in accordance with Article 10 hereof, only a member or members of the Board of Directors who resigned, died or lost their capacity in any other way, as specified in the respective decision of the General Meeting.

4. The members of the Board of Directors may be revoked and replaced by the General Meeting at any time.

## **Article 10**

1. The Board of Directors may elect members thereof to replace its members who resigned, died or lost their capacity in any other way. Such election is possible provided that the substitution of the above members is not possible by alternate members, who have been elected by the General Meeting. The above election by the Board of Directors shall be made by a decision of the remaining members, if they are at least three (3), and shall apply for the remainder of the term of office of the replaced member. The decision of the election shall be subject to publicity in accordance with Article 13 of Law 4548/2018 and shall be announced by the Board of Directors at the forthcoming General Meeting, which may replace the elected persons, even if no respective subject has been indicated in the agenda.

The acts of the temporary substitute elected by the Board of Directors shall be valid even if the General Meeting does not ratify its election and elects another final director.

2. It is expressly stipulated that, in the event of resignation, death, or loss in any other way of the capacity of a member or members of the Board of Directors, the remaining members may continue to manage and represent the Bank, even without the replacement of the missing members in accordance with the previous paragraph, provided that their number exceeds half of the members, as they were before the occurrence of the above events. In any case, such members may not be less than three (3).

3. In any case, the remaining members of the Board of Directors, irrespective of their number, may convene a General Meeting for the sole purpose of election of a new Board of Directors.

## **Article 11**

1. The term of office of the Directors is four years. It begins from their election and expires with the election of a new Board of Directors by the Ordinary General Meeting that meets within the year in which the expiry of their term of office occurs. The term of office may not be extended beyond five (5) years.

2. The Directors may be re-elected.

## **Article 12**

A member of the Board of Directors who is unjustifiably absent or not represented in the meeting of the Board of Directors for more than 6 months shall be deemed to have resigned. Such resignation and revocation of the Director from their position shall become final from the date of acceptance of the resignation by the Board of Directors.

### **Article 13**

1. The Board of Directors shall elect the Chairman and one to three Vice-Chairmen by an absolute majority of the Members present or represented. The Board shall also appoint the Secretary, who does not have to be a Member thereof.
2. The Chairman who is absent or impended shall be replaced by the Vice-Chairman and in the event of election of more than one, one of them, in accordance with a decision of the Board of Directors. In case of absence or impediment of the Vice-Chairmen, the Chairman shall be replaced by another member of the Board of Directors appointed by it.
3. The election of the Chairman and Vice-Chairman or Vice-Chairmen of the Board of Directors shall take place at its first meeting after each General Meeting, which has elected the Members of the Board of Directors.
4. The Chairman of the Board of Directors or its alternate shall chair the meetings of the Board of Directors and direct its work.
5. The Board of Directors may elect one or more of its Members as Managing Directors and/or Deputy Managing Directors.

### **Article 14**

The Board of Directors shall be responsible for deciding on any operation relating to the management of the Bank, the management of its assets and the overall pursuit of its purpose, without prejudice to the provisions of articles 99-101 of L. 4548/2018. The competence of the Board of Directors is excluded for matters that fall under the exclusive competence of the General Meeting under the provisions of the law or the Articles of Association.

### **Article 15**

1. The Board of Directors may delegate by its decision, in whole or in part, the exercise of its powers or responsibilities, other than those requiring the collective action of the Board of Directors, as well as the management, administration or direction of the affairs or the representation of the Bank, to one or more of its members or non-members, such as Directors or employees of the Bank or other third natural or legal persons as well as committees, determining at the same time by this decision the subjects on which its power is delegated. The Board of Directors may also delegate internal control to one or more persons, whether members or non-members, in accordance with the provisions of the applicable legislation.
2. The above persons may further delegate the exercise of the powers conferred on them or part of them to other members of the Board of Directors, employees of the Bank or third parties, provided that this is stipulated in the respective decision of the Board of Directors.
3. The Board of Directors may constitute an Executive Committee, to which it shall delegate certain powers and tasks. The composition, powers, tasks and method of decision-making of the



Executive Committee, as well as any matters relating to its operation, as well as the ability to further delegate powers and responsibilities, shall be regulated by a decision of the Board of Directors according to which it is constituted. Such decision of the Board of Directors may be amended by a subsequent decision of the same body.

## **Article 16**

For oath-taking administered to the Bank, for filing and withdrawing from complaints, for instituting civil action within criminal proceedings in criminal courts during the pre-trial stage and main proceedings and withdrawing therefrom, for lodging appeals against judgments of Criminal Courts, as well as in all cases in general, where the attendance before the Court or the appearance in person before prosecutorial or other judicial authorities is required, the Bank shall be legally represented, following a decision of the Board of Directors, by the Chairman or its legal substitute, or by any employee of the Bank appointed by the Board of Directors.

## **Article 17**

1. The Board of Directors must meet at the registered office of the Bank, whenever the law, Articles of Association or needs of the Bank so require.

2. The Board of Directors may meet validly at a place other than the registered office of the Bank, either domestically or abroad, provided that all its members are present or represented at the meeting and no-one objects to the meeting taking place and decision-making.

3. The Board of Directors may also meet by teleconference for some or all of its Members. In this case, the invitation to the members of the Board of Directors shall contain the information and technical instructions necessary for their participation in the meeting.

4. The Board of Directors shall be convened by the Chairman or its substitute, by an invitation notified to its members at least two (2) working days prior to the meeting. The invitation must also clearly indicate the subjects of the agenda, otherwise decision-making shall be permitted only if all the Members of the Board of Directors are present or represented and no-one objects to decision-making.

5. The Board of Directors may be convened by two (2) of its Members upon application to its Chairman or substitute thereof, who shall be required to convene the Board of Directors in order to meet within seven (7) days of the submission of the application. The application, with a penalty of inadmissibility, must also clearly indicate the subjects to be addressed by the Board of Directors. If the Board of Directors is not convened by the Chairman or its substitute, within the above deadline, the Members who requested the convocation may convene themselves the Board of Directors within a deadline of five (5) days from the expiry of the above deadline of seven (7) days, notifying the respective invitation to the other Members of the Board of Directors.

## **Article 18**

1. The Board of Directors shall be in quorum and shall meet legally when half plus one of the Directors are attending in person or represented, in accordance with paragraph 3 of this Article. The number of persons attending in person may not be less than three (3). Any resulting fraction shall be omitted in finding the quorum number.

2. The Board of Directors shall take decisions by absolute majority of its present and represented Members, unless otherwise provided by the law. In case of equal votes, the Chairman of the Board of Directors shall have a casting vote, in accordance with Article 92 par. 2 of Law 4548/2018.

3. Each of the Directors may, following a written authorization, represent only one other Director. The representation in the Board of Directors may not be delegated to a person who is not a member of the Board of Directors.

## **Article 19**

1. Minutes shall be kept on the discussions and decisions of the Board of Directors, which shall be recorded in a special book, that may also be kept electronically. These minutes shall be signed by the Chairman or its substitute and by the Directors attending the meeting. The signatures of the Directors or their representatives may be replaced by exchange of e-mails or by other electronic means.

2. Copies and extracts of the minutes of the Board of Directors shall be signed by the Chairman, or, if he is prevented, by its legal substitute, or by another person appointed by the Board of Directors.

3. The drawing up and signing of the minutes by all members of the Board of Directors or their representatives shall be equivalent to a decision of the Board of Directors, even if no meeting has taken place. This arrangement applies even if all Directors or representatives thereof agree to have their majority vote recorded in minutes, without a meeting.

## **Article 20**

Any remuneration or benefits of any kind shall be granted to the members of the Board of Directors in accordance with the applicable legislation and the remuneration policy of the members of the Board of Directors applied by the Bank.

## **Article 21**

1. The Members of the Board of Directors shall be liable towards the Bank for any damage that it may suffer as a result of an act or omission which constitutes a breach of their duties in accordance with the applicable legislation. In particular, no liability shall exist if a member of the Board of Directors proves that it has exercised the diligence of a prudent businessman operating in similar circumstances. Such diligence shall be judged on the basis of the capacity of each member and the tasks assigned to them. Such liability shall not apply to acts or omissions which are based on a lawful decision of the General Meeting or concern a reasonable business decision, taken in good faith and with the exclusive criterion of serving the corporate interest, in accordance with Article 102 of Law 4548/2018.

2. The members of the Board of Directors shall be obliged to keep absolute confidentiality regarding the confidential matters of the Bank, of which they took notice in their capacity as Directors.

3. The appointment and dismissal of the Member of the Board of Directors and of the persons authorized to represent the Bank jointly or individually shall be subject to publicity, with the identity details of such persons, in accordance with Article 13 of Law 4548/2018.

4. The Directors who are in any way involved in the management of the Bank, as well as its managers, shall be allowed to act operations, on their behalf or on behalf of third parties, which fall under any of the purposes pursued by the Bank and participate as general partners in companies pursuing such purposes, following notification of the Board of Directors of the Bank.

## **CHAPTER D**

### **General Meeting of Shareholders**

#### **Article 22**

The General Meeting of shareholders, legally constituted, is the supreme body of the Bank. Its decisions are binding on all shareholders, and even on those absent or disagreeing.

#### **Article 23**

The General Meeting of shareholders shall meet in an ordinary meeting at the registered office of the Bank or in the region of another Municipality within the Prefecture of the registered seat or of another Municipality neighboring the registered office, at least once in each financial year and no later than the tenth (10th) calendar day of the ninth month after the end of the financial year. If the Board of Directors decides to do so, the General Meeting may meet in whole by remote participation of the shareholders, by the electronic means provided for in article 125 of Law 4548/2018.

#### **Article 24**

1. The invitation for the General Meeting shall include, at least, the building, with the precise address, the date and time of the meeting, clearly the subjects of the agenda, the shareholders entitled to participate, as well as precise instructions on how the shareholders shall be able to participate in the meeting and exercise their rights, in person or via representative or, where appropriate, remotely.

2. The invitation of the General Meeting shall be published by its registration with the Register of the Bank in the General Electronic Commercial Registry.

3. The invitation for the General Meeting must be published at least twenty (20) full days prior to the day of the meeting.

4. In the case of repeat General Meetings, the above deadlines are reduced to half.

5. No new invitation shall be required, if the original invitation sets out the place and time of the repeat meetings provided for by the law, in the case of quorum not being met; provided that at least five (5) full days elapse between the canceled meeting and each repeat meeting.

6. The day of publication of the invitation for the General Meeting and the day of the meeting are not counted.

7. Invitation for the convocation of a General Meeting shall not be required if shareholders representing the entire share capital are present or represented at the meeting and none of them objects to the meeting taking place and decision-making.

## **Article 25**

1. The right to attend and vote in the General Meeting belongs to shareholders who have deposited their shares at least five (5) days prior to the date set for the meeting with the Treasury of the Bank or at the Deposits and Loans Fund or with a bank that is legally operating in Greece or abroad, specified in the last case in the invitation for the General Meeting.

2. Shareholders entitled to participate in the General Meeting may be represented thereat by a duly authorized proxy. The appointment or revocation or replacement of a representative may be notified in writing or by e-mail to the Bank.

3. Proofs of deposit of shares, as well as legalization documents of the representatives or proxies of the shareholders, must be submitted to the Treasury of the Bank at least five (5) days prior to the General Meeting.

4. Shareholders who have not complied with paragraphs 1, 2 and 3 of this Article shall participate in the General Meeting, unless the General Meeting refuses such participation for a material reason justifying its refusal.

5. Following a respective decision of the Board of Directors and under the conditions provided for by law, the shareholders may participate in the General Meeting by electronic means, without their physical presence at the venue it takes place. In addition, following a respective decision of the Board of Directors, the shareholders may participate in the voting of the General Meeting remotely, either by voting by electronic means or by voting by mail, conducted before the meeting in accordance with the terms specified from time to time by the law.

6. In the event that the General Meeting is held in accordance with the preceding paragraph of this Article, the shareholders shall be specifically informed of the procedure through the respective invitation of the corresponding General Meeting.

## **Article 26**

1. Ten (10) days prior to the ordinary General Meeting, the Bank shall make available to its shareholders its annual financial statements, as well as the respective reports of the Board of Directors and the auditors. The Bank may fulfill the obligation referred to in the previous subparagraph by posting the relevant information on its website.

2. At least twenty-four (24) hours prior to each General Meeting, a table of those entitled to vote at the General Meeting of Shareholders shall be posted on a prominent position at the building of the Bank, indicating any representatives thereof, the number of shares and the votes of each and the addresses of them and of their representatives. All shareholders who have complied with the provisions of Article 25 of the Articles of Association shall be mandatorily listed in this table by the Board of Directors.

3. If a shareholder or representative thereof objects to the list of the Table, it may submit them at the beginning of the meeting and before the commencement of the debate on the subjects indicated in the agenda, otherwise they shall be inadmissible.

## **Article 27**

1. The General Meeting shall be in quorum and shall meet validly on the subjects of the agenda, when shareholders representing at least one fifth (1/5) of the paid-up share capital are present or represented.

2. If such a quorum is not met, the General Meeting shall meet again within twenty (20) days of the date of the meeting being canceled. The invitation must take place at least ten (10) full days prior to the meeting. No new invitation shall be required, if the original invitation sets out the place and time of the repeat meetings provided for by the law, in the case of quorum not being met, provided that at least five (5) days elapse between the canceled meeting and the repeat meeting. The General Meeting shall be in quorum at such repeat meeting and shall meet validly on the subjects of the original agenda whichever part of the paid-up share capital is represented therein.

3. Exceptionally, in the case of decisions concerning the change of the nationality of the Bank, the increase of obligations of shareholders, the ordinary increase of the share capital, unless required by the law or made by capitalization of reserves, the reduction of the share capital, unless it is made according to par. 5 of Article 21 or par. 6 of article 49 of Law 4548/2018, the change of the method of distribution of profits, merger, division, conversion, revival, extension of the term or dissolution of the Bank, as well as in any other case where the Law or these Articles of Association stipulate that for taking a specific decision the quorum of this paragraph is required, the Meeting shall be in quorum and shall meet validly on the subjects of the agenda, when shareholders representing at least half (1/2) of the paid-up share capital are present or represented therein.

4. If the quorum of the preceding paragraph is not met, the General Meeting shall be convened and meet again in accordance with the provisions of paragraph 2 of this Article, it shall be in quorum and shall meet validly on the subjects of the original agenda, when one third (1/3) of the paid-up share capital is represented therein.

When a decision to increase capital is intended to be taken, the general meeting at the repeat meeting shall be in quorum, when shareholders representing at least one fifth (1/5) of the paid-up share capital are present or represented therein. No new invitation shall be required, if the original invitation sets out the place and time of the repeat meetings provided for by the law, in the case of quorum not being met, provided that at least five (5) full days elapse between the respective canceled meeting and any repeat meeting.

## **Article 28**

1. The decisions of the General Meeting shall be taken by an absolute majority of the votes represented therein.

2. Exceptionally, decisions on the matters listed in paragraph 3 of Article 27 of the Articles of Association shall be taken by a majority of two-thirds (2/3) of the votes represented in the Meeting.

## **Article 29**

1. The Chairman of the Board of Directors shall temporarily chair the General Meeting. If it is prevented from performing this task, it shall be substituted by his alternate in accordance with Article 13 § 2 of the Articles of Association. If the latter is also prevented, the senior shareholder or representative of shareholders shall temporarily chair the General Meeting. The person appointed by the Chairman shall temporarily serve as the Secretary of the General Meeting.

2. Following the declaration of the list of shareholders entitled to vote as final, the Meeting shall elect its Chairman and one (1) Secretary, who shall also serve as teller.

## **Article 30**

1. The debates and decisions of the General Meeting shall be limited to the subjects listed in the agenda, which shall be published above pursuant to Article 24 § 2 of the Articles of Association. Without prejudice to the applicable legislation from time to time, and with the exception of amendments to the proposals to the Meeting by the Board of Directors and the proposals on the convention of another General Meeting, no debate on subjects off the agenda shall be permitted, unless all shareholders are represented in the General Meeting, who unanimously agree to debate on the subject off the agenda.

2. Summary of all debates and decisions of the General Meeting shall be recorded in a special book of minutes and signed by the Chairman and the Secretary. The Chairman of the General Meeting, at the request of a shareholder, shall be obliged to record a summary of the latter's opinion in the minutes, unless it refers to subjects which are obviously off the agenda or its content is manifestly contrary to accepted principles of morality or the law.

3. Copies and extracts of the minutes of the General Meeting shall be certified by the person who chaired such meeting, if it refuses or is prevented, by the Chairman of the Board of Directors or by its substitute according to Article 13 § 2 of the Articles of Association.

4. Subject to the conditions of article 135 of Law 4548/2018 or the applicable legislation from time to time, the shareholders may take decisions of the General Meeting, without a meeting, following a proposal of the Board of Directors to the shareholders at the e-mail they have notified to the Bank for taking a specific decision without a meeting, as specifically specified in the proposal of the Board of Directors and subject to the acceptance of the relevant proposal by the majority of the shareholders, as provided for in Law and these Articles of Association, as the case may be. In this case, the proposal of the Board of Directors to the shareholders shall specify the subject on which decision-making without a meeting is proposed (excluding decisions on the subjects of the Ordinary General Meeting) and shall also include all conditions stipulated by Law, as well as the necessary explanations and information on decision-making pursuant to the procedure of Article 135 of Law 4548/2018 or the applicable legislation from time to time.

5. The drawing up and signing of the minutes by all shareholders or their representatives shall be equivalent to a decision of the General Meeting, even if no meeting has taken place. The signatures of the shareholders or their representatives may be replaced by exchange of e-mails or by other electronic means.

## **Article 31**

The General Meeting is the only competent to decide on the following matters: (a) the amendment of the Articles of Association, including the increase or decrease of the share capital, (b) the election of the members of the Board of Directors and the auditors, (c) the approval of overall management according to the applicable legislation from time to time and the discharge of auditors, (d) the approval of the annual and any consolidated financial statements, (e) the disposal of annual profits, (f) the approval of remuneration or advance payment of remuneration under Article 109 of Law 4548/2018, (g) the merger, division, conversion, revival, extension of term or dissolution of the Bank, (h) the appointment of liquidators and (i) on any other matter provided for by law or these Articles of Association. The provisions of the preceding paragraph shall not apply to the matters indicated in Article 117 par. 2 of Law 4548/2018, as well as to other matters provided for in the applicable legislation from time to time and these Articles of Association.

## **Article 32**

1. After the approval of the annual financial statements, the General Meeting shall decide by open vote on the approval of overall management that took place in the respective financial year.

2. In the voting on the approval of overall management, only its Board members by the shares they own, or as representatives of other shareholders may participate, provided that the latter have been granted respective authorization with explicit and specific voting instructions. The same applies to the employees of the Bank.

## **CHAPTER E**

### **Auditors and minority rights**

## **Article 33**

1. The annual financial statements of the Bank shall be prepared, audited and approved in accordance with the specific provisions of the applicable legislation from time to time that governs these matters.

2. The audit referred to in the previous paragraph is a prerequisite for the validity of the approval of the annual financial statements by the General Meeting.

3. The Certified Auditors - Accountants shall be appointed by the ordinary General Meeting, which shall take place during the audited financial year, in accordance with the relevant legislation.

4. Auditors may be reappointed, but not for more than five (5) consecutive financial years. Subsequent reappointment may not take place, unless two (2) full financial years have elapsed.

5. The appointment of the Certified Auditors - Accountants shall be notified to them by the Bank. Certified Auditors - Accountants shall be deemed to have accepted their appointment, if they don't dismiss it within five (5) business days.

6. The remuneration of the Certified Auditors - Accountants, appointed for carrying out regular audit, shall be determined on the basis of the applicable relevant provisions on Certified Auditors - Accountants.

## **Article 34**

1. Upon application of shareholders representing one-twentieth (1/20) of the paid-up share capital, the Board of Directors shall be obliged to convene an Extraordinary General Meeting of shareholders, setting a date for such meeting, which shall not be more than forty-five (45) days apart from the date of service of the application upon the Chairman of the Board of Directors. The application shall contain the subject of the agenda. If the General Meeting is not convened by the Board of Directors within twenty (20) days of the service of the relevant application, the meeting shall be convened by the applicant shareholders at the expense of the Bank, by a court judgement adopted according to interim measures proceedings. This judgement shall specify the place and time of the meeting, as well as the agenda.

2. Upon application of shareholders representing one-twentieth (1/20) of the paid-up share capital, the Board of Directors shall be obliged to enter in the agenda of the General Meeting, which has already been convened, additional subjects, if the Board of Directors receives the respective application at least fifteen (15) days prior to the General Meeting. Additional subjects must be published or communicated, under the responsibility of the Board of Directors, in accordance with Article 24 par. 2 of the Articles of Association, at least seven (7) days prior to the General Meeting. The Board of Directors shall not be obliged to enter subjects in the agenda nor to publish or communicate them, if their content is clearly contrary to the law and accepted principles of morality.

3. Upon application of a shareholder or shareholders representing one-twentieth (1/20) of the paid-up share capital, the Chairman of the Meeting shall be obliged to postpone only once the decision-making by the General Meeting, Ordinary or Extraordinary, for all or certain subjects, setting as date for the continuance of the meeting the one specified in the application of the shareholders, which may not be more than twenty (20) days apart from the date of postponement.

The postponed General Meeting shall consist continuation of the previous one and no repetition of formalities of publication of the invitation of shareholders shall be required and new shareholders may also participate therein, subject to the relevant formalities of participation.

4. Upon application of any shareholder submitted to the Bank at least five (5) full days prior to the General Meeting, the Board of Directors shall be obliged to provide the General Meeting with the requested specific information on the affairs of the Bank, insofar as they relate to the subjects of the agenda. The Board of Directors may respond in a united fashion to applications of shareholders with the same content. There is no obligation to provide information when the relevant information is already available on the website of the Bank, in particular in the form of questions and answers. In addition, upon application of shareholders representing one-twentieth (1/20) of the paid-up share capital, the Board of Directors shall be obliged to announce to the General Meeting, if Ordinary, the amounts paid during the last two years to each member of the Board of Directors or to the managers of the Bank, as well as any benefits to such persons for any cause or contract concluded with the Bank. In all the above cases, the Board of Directors may refuse to provide the information for a substantive due cause, which shall be recorded in the minutes. Such a cause may be, where appropriate, the representation of the applicant shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018.

5. Upon application of shareholders representing one-tenth (1/10) of the paid-up share capital, submitted to the Bank within the deadline set out in the preceding paragraph, the Board of Directors shall be obliged to provide to the General Meeting information on the course of corporate affairs and



the financial situation of the Bank. The Board of Directors may refuse to provide the information for a substantive due cause, which shall be recorded in the minutes. Such a cause may be, where appropriate, the representation of the applicant shareholders in the Board of Directors in accordance with Articles 79 or 80 of Law 4548/2018, provided that the respective members of the Board of Directors have received sufficient information.

6. In the cases referred to in paragraph 4 and paragraph 5 of this Article, any dispute on whether the reasoning to provide information was well founded or not shall be settled by a judgement of the court, adopted according to interim measures proceedings. By the same judgement, the court shall also oblige the Company to provide the information it has refused.

7. In case of an application by shareholders representing 1/20 of the paid-up share capital, decision-making on any subject of the agenda of the General Meeting shall be made by open vote.

8. Upon application of any shareholder, submitted at any time, the Board of Directors shall be obliged, within twenty (20) days, to inform the shareholder on the amount of the capital of the Bank, the categories of issued shares and the number of shares in each category, in particular preferential shares, with the rights that each category grants, as well as any tied shares, both in terms of their number and the restrictions provided. The shareholder shall also be entitled to be informed on the number and kind of shares he owns, as they appear in the book of shareholders. If the above information is already posted on the website of the Bank, it shall not be required to be provided and the recommendation of the website to the shareholder to find such information shall be sufficient.

9. In all the above cases of this Article, the applicant shareholders must prove their shareholding and, except in the cases referred to in the first subparagraph of paragraph 6 and paragraph 10 of Law 4548/2018, the number of shares held during the exercise of the relevant right. The deposit of shares in accordance with paragraph 2 of article 124 of Law 4548/2018 consists such proof.

10. Shareholders of the Bank representing at least one-twentieth (1/20) of the paid-up share capital shall be entitled to request an extraordinary audit of the Bank from the court, hearing the case according to non-contentious proceedings.

11. The audit referred to in this paragraph shall be ordered, if acts that are in breach of the provisions of laws or the Articles of Association of the Bank or the decisions of the General Meeting are presumed. In any case, the application for audit must be submitted within three (3) years of the approval of financial statements of the financial year, in which the alleged acts were performed.

12. Shareholders of the Bank representing one fifth (1/5) of the paid-up share capital, shall be entitled to request the audit of the Bank from the court, provided that from the whole course of the Bank and based on specific evidence, it is believed that the management of the corporate affairs is not exercised as required by sound and prudent management.

13. The court may rule that the representation of the applicant shareholders in the Board of Directors, in accordance with Articles 79 or 80 of Law 4548/2018, does not justify an audit based on paragraphs 10 and 12 above.

14. For the rest, as for the minority rights shall apply the provisions stipulated in the applicable legislation from time to time.

## CHAPTER F

### Annual Financial Statements and Profit Distribution

#### Article 35

1. The financial year has a twelve-month duration. It starts on the first (1st) of January of each calendar year and ends on the thirty-first (31st) of December of the same calendar year.

2. At the end of each financial year, the Board of Directors shall prepare the annual accounts (annual financial statements) in accordance with applicable legislation. The annual financial statements must clearly present the true picture of the assets structure, the financial position and the profit and loss account for the financial year of the Bank.

3. In order for the General Meeting to take a valid decision on the annual financial statements approved by the Board of Directors, they must have been certified and signed by three different persons, namely: (a) the Chairman of the Board of Directors or its substitute; (b) the Managing Director or the Executive Director or, in the absence of such Director, or if its capacity coincides with the one of the above persons, by a member of the Board of Directors designated by the Board of Directors for that purpose; and (c) the accountant certified by the Economic Chamber of Greece, holder of license of A class, who is responsible according to the law for the preparation of financial statements, or by a person or persons to whom the Board of Directors has delegated the responsibility for the preparation of financial statements.

The above persons, in case of disagreement as to the lawfulness of the preparation of the annual financial statements, must submit their objections in writing to the General Meeting.

4. The annual financial statements are subject to publicity formalities in accordance with the provisions of Articles 12 and 13 of Law 4548/2018.

#### Article 36

1. The net profits of the Bank shall be reflected in the profit and loss account and shall be those resulting from the application of the applicable law.

2. Net profits, if and to the extent that they may be disposed, in accordance with article 159 of Law 4548/2018, shall be disposed by a decision of the General Meeting in the following order:

a) The amounts of credit sums in the profit and loss account, which are not realized profits, shall be deducted, b) the amount for the formation of ordinary reserve set out by the applicable law from time to time and the Articles of Association shall be deducted and c) the balance of net profits, as well as any other profits, that may arise and be disposed, in accordance with article 159 of Law 4548/2018, shall be disposed at the discretion of the ordinary General Meeting.

3. The General Meeting or, upon its authorization, the Board of Directors shall determine each time the date on which any dividend may be paid, at the latest within two (2) months of the decision of the General Meeting that approved the financial statements.

## CHAPTER G

## Dissolution - Liquidation

### Article 37

If the total equity of the Bank is less than half (1/2) of the share capital, the Board of Directors shall be obliged, within six (6) months of the end of the financial year, to convene the General Meeting, which shall decide on the dissolution of the Bank or the adoption of another measure.

### Article 38

The Bank shall be dissolved: (a) upon the expiry of its duration according to the Articles of Association; (b) by a decision of the General Meeting taken by qualified quorum and majority; (c) as otherwise provided for by applicable legislation from time to time, specifically legislation regulating the operation of credit institutions.

## CHAPTER H

### Final Provisions

### Article 39

For matters not regulated by these Articles of Association, the provisions of Law 4548/2018, as applicable from time to time, Law 4261/2014 and legislation for credit institutions shall apply.

**Exact copy of the Articles of Association of the banking société anonyme under the name "Optima bank S.A.", integrating in a unified text the amendments decided by the Ordinary General Meeting of Shareholders of July 21, 2021**

Maroussi, 21.07.2021

Georgios Taniskidis  
Chairman of the Board of Directors